1070081

FORM D OMB APPROVAL 3235-0076 OMB NUMBER: **UNITED STATES** RECEIVE Expires: April 30, 2008 ECURITIES AND EXCHANGE COMMISSION Estimated average burden Washington, D.C. 20549 hours per response.....16.00 FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO SEC USE ONLY REGULATION D, Prefix Serial SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION DATE RECE Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series F-2 Convertible Preferred Stock ■ Rule 506 □ Section 4(6) □ UEOE Filing Under (Check box(es) that apply): ☐ Rule 504 □ Rule 505 Type of Filing: ■ New Filing

□ Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) PTC Therapeutics, Inc. THOMSON Number (Including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) 100 Corporate Court, South Plainfield, NJ 07080-2449 FINANCEAE000 Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) different from Executive Offices) Brief Description of Business: Biopharmaceutical company focused on the discovery, development, and commercialization of small-molecule drugs targeting post-transcriptional control mechanisms. Type of Business Organization □ limited partnership, already formed Other (pleas corporation ☐ limited partnership, to be formed □ business trust Month Year Actual or Estimated Date of Incorporation or Organization □ Estimated ■ Actua Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DF. GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	,	A. BASIC IDENT	TIFICATION DATA		
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Peltz, Stuart W.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
-/- DEC Th 100 C	C S	AL DILLEGALA NI OTOGO	3440		
c/o PTC Therapeutics, Inc., 100 Corpo Check Box(es) that Apply:	Promoter □	Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual		d belieficial Owner	- Executive Officer		C. Concili and of Managing Lattice
Ju, William D. Business or Residence Address	(Number and	Street, City, State, Zip Co	rde)		
	(11001 210	onton, only, built, bip of	,		
c/o PTC Therapeutics, Inc., 100 Corpo					
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
run tame (Last name mst, it murvidual	,				
Miller, Langdon L.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o PTC Therapeutics, Inc., 100 Corpo	rate Court, Sou	th Plainfield, NJ 07080-	-2449		
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual))				
Boulding, Mark E.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o PTC Therapeutics, Inc., 100 Corpo	rate Court, Sou	th Plainfield N.I. 07080.	-2449		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual))				
Baird, III, William					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
-t- PTC Therese and a Test 100 Comme			0440		
c/o PTC Therapeutics, Inc., 100 Corpo Check Box(es) that Apply:	Promoter □	n Plainneld, NJ 07080- □ Beneficial Owner	-2449 □ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual		D Belleticial Owner	L Excent Connect	B Director	Ochciai and of managing rather
Jacobson, Allan S. Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
Dushiess of Residence Address	(ramoer and	Succi, City, State, Zip C	odcy		
c/o PTC Therapeutics, Inc., 100 Corpo	rate Court, Sou		· · · · · · · · · · · · · · · · · · ·		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual))				
Schmertzler, Michael					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
c/o Credit Suisse First Boston, 11 Mad	ison Avenue, Ne	w York, NY 10010			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual))				
Southwell, David P.					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
ele DTC Therenestics Inc. 100 Com-	vata Caust S	th Disingula Mil 07000	2440		
c/o PTC Therapeutics, Inc., 100 Corpo	rate Court, 500	ui riainileid, NJ 07080	<i>₽</i> 147		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENT	IFICATION DATA			
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Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Goldfischer, Carl						
Business or Residence Address	(Number and	Street, City, State, Zip Co	xde)			
A D. CO. C. VAR. AND I D. SEC.	D-41 C44	Can Engage	*11			
c/o Bay City Capital Fund III, L.P., 750 Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	O I Tomoter	D Belleticial Owner	L Executive Offices			
,						
Carlsen, Søren Business or Residence Address	(Number and	Street, City, State, Zip Co	yde)			
	•		,,,,,			
c/o Novo A/S, Krogshoejvej 41, DK 288						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Berger, Harvey						
Business or Residence Address	(Number and	Street, City, State, Zip Co	xle)			
c/o Ariad Pharmaceuticals, Inc., 26 Lan	dsdowne Stree	t, Cambridge, MA 0213	9			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Kranda, Michael						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
A TALL SALES AND THE SALE AND T	C 4000 C4	13/A 0010 <i>4</i>				
c/o Vulcan Ventures Inc., 505 Fifth Ave	. S., #900, Sear □ Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		D Beneficial Owner	L'Accessive Officer	_ Birector	2 30110111 11110111111111111111111111111	
·						
Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)			
	•	• • • • • • • • • • • • • • • • • • • •	,		•	
c/o HBM Partners AG, Limmatquai 12						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Credit Suisse First Boston Equity Parti						
Business or Residence Address	(Number and	Street, City, State, Zip C	Code)			
c/o Credit Suisse First Boston, 11 Madi	son Avenue, Ne	w York, NY 10010				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Vulcan Capital Venture Capital I LLC						
Business or Residence Address	(Number and	Street, City, State, Zip C	Code)			
FOR PICAL ASSUMPTION COMMENTS HOUR COMMENTS	WA 00104					
505 Fifth Avenue South, #900, Seattle, 'Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		- Donorious o vito				
Vulcan Ventures Inc. Business or Residence Address	(Number and	Street, City, State, Zip C	lode)			
Dustiness of Residence Fluoress	(1 (Billoot Wile	. Diloos, Olly, 21210, 2-p 4	,			
505 Fifth Avenue South, #900, Seattle,	WA 98104					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	l					
HBM BioVentures (Cayman) Ltd.						
Business or Residence Address	(Number and	Street, City, State, Zip C	Code)			
P.O. Box 30852 SMB, Eucalyptus Bldg	., Crewe Road,	Grand Cayman, Cayma	an Islands			

		A. BASIC IDENT	IFICATION DATA			
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Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			<u>`</u>	<u> </u>		
Healthcap 1999 KB						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)	-		
Strandvägen 5 B, 114 51 Stockholm, Sw	eden					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Amgen SF LLC						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
Attn: Jay Hagan, One Amgen Center D	neiro MS37.4	A Thousand Oaks CA	01320 1700			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	1 Tolliotes	- Delicitotal Owner	D Executive Officer	<u> </u>	Control with or managing rando	
,, ,, ,, ,						
Stronghold Capital Ltd. Business or Residence Address	(North an and S	Street, City, State, Zip Co	da)			
Business of Residence Address	(Number and)	street, City, State, Zip Co	ше)			
Clarendon House, Hamilton HM12m Bo	ermuda, Attn:	Peter Svennilson				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Swanson Family Fund, Ltd.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
Attn: Judy Swanson, 330 Primrose Roa	od Suita AM R	urlingoma CA 94010				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	- I Tolliotei	- Beneficial Owner	B Executive Officer	B Director	Concent and of Managing 1 article	
,						
The Bay City Capital Fund III, L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		•	
750 Battery Street, San Francisco, CA	94111					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Delphi Ventures V, L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
3000 Sand Hill Road, Building 1, Suite 1 Check Box(es) that Apply:	 -	k, CA 94025 Beneficial Owner	☐ Executive Officer	□ Director	Consul and/or Managing Partner	
Full Name (Last name first, if individual)	☐ Promoter	Beneficial Owner	1.) Executive Officer	Li Director	☐ General and/or Managing Partner	
Tun rumo (Last namo inst, ir morridan)						
Pictet Funds (LUX)		0 0 0				
Business or Residence Address	(Number and	Street, City, State, Zip Co	xde)			
Pictet & Cie, Banquiers, 29, boulevard	Georges-Favon	, CH-1204, Geneve, Swit	zerland			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Coller Partners 403, L.P.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
	•		•			
c/o Nicole Moss, Weil Gotshal & Mange	s, LLP, 100 Fe	deral Street, 34th Floor, 1	Boston, MA 02110			

A. BASIC IDENTIFICATION DATA					
 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Celgene International Inc.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
86 Morris Avenue, Summit, NJ 07901					
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner					☐ General and/or Managing Partner
Full Name (Last name first, if individual) CV Therapeutics, Inc.					
Business or Residence Address					
3172 Porter Drive, Palo Alto, CA 94304					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Pfizer International LLC					
Business or Residence Address					
235 East 42 nd Street, New York, NY 10017					

B. INFORMATION ABOUT OFFERING								
	Yes	No						
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							
2	S n/a							
2.	What is the minimum investment that will be accepted from any individual?	S <u>n/a</u> Yes	No					
3.	Does the offering permit joint ownership of a single unit?							
4.								
Full Non-	Name (Last name first, if individual) e.							
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)							
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
[]_ []_ []_ []_	IL]	_ (HI) _ (MS) _ [OR) _ [WY]	_ (ID) _ (MO) _ (PA) _ (PR)					
Full	Full name (Last name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zip Code)								
Name of Associated Broker or Dealer								
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
_ [1 _ [1 _ [1] _ [1]	IL] _ [IN] _ [IA] _ [KS] _ (KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ (NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					
Full	Full Name (Last name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zip Code)								
Name of Associated Broker or Dealer								
State	States in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	All States							
_ [1	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] IL] _[N] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ {OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	s
	Equity	\$ 24,800,000	\$ 24,248,048
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests	\$	s
	Other (Specify)	s	s
	Total	\$ 24,800,000	\$24,248,048
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$ <u>24,248,048</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		<u> </u>
	Answer also in Appendix, Column 4, if filing under ULOE		<u> </u>
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		s
	Rule 504		<u>s</u>
	Total	· · · · · · · · · · · · · · · · · · ·	s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	٥	s
	Printing and Engraving Costs	0	s
	Legal Fees	•	\$ 20,000
	Accounting Fees	•	\$
	Engineering Fees	0	\$
	Sales Commissions (specify finders' fees separately)	•	ss
		ā	•
	Other Expenses (identify)	0	3
	Total		\$20,000 -

C. OFFERING PRICE, NUMBER OF INVESTORS, EXTENSES AND USE OF TROCEEDS					
b. Enter the difference between the aggregate offering price given in response to Part C – 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			\$_	24,780,000	
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an est and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	imate				
		Payments to Officers, Directors, & Affiliates		Payments To Others	
Salaries and fees.	ם	\$	0	s	
Purchase of real estate	0	s		\$	
Purchase, rental or leasing and installation of machinery and equipment	D	\$	0	\$	
Construction or leasing of plant buildings and facilities	۵	S	o	\$	
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	0	s	0	\$	
Repayment of indebtedness	•	\$ <u>4,248,048</u>	D	\$	
Working capital	ם	s	•	\$ 20,531,952	

D. FEDERAL SIGNATURE

Other (specify):

Total Payments Listed (column totals added).....

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) PTC Therapeutics, Inc.	Signature	Date September 24 2007
Name of Signer (Print or Type) Stuart W. Peltz	Title of Signer (Print or Type) President and Chief Executive Officer	

END

\$ 4,248,048

■ \$ 24,780,000

20,531,952

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)